

STATE OF GEORGIA
COUNTY OF FULTON

**A RESOLUTION TO APPROVE AND ADOPT AMENDED BYLAWS OF THE CITY OF
SANDY SPRINGS PUBLIC FACILITIES AUTHORITY**

WHEREAS, upon organization, the City of Sandy Springs Public Facilities Authority ("Authority") adopted certain bylaws (the "Bylaws"); and

WHEREAS, the Authority has recently undertaken a review of the Bylaws and deems it appropriate to make certain revisions to reflect, among other things, their desire to appoint a General Manager to have general charge of the business operations of the Authority and all of its dealings, subject to the control of the Authority; and


WHEREAS, the Authority desires to amend the Bylaws as attached hereto as Exhibit A ("Amended Bylaws"), and to approve and adopt the same.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF SANDY SPRINGS PUBLIC FACILITIES AUTHORITY, AND IT IS RESOLVED BY AUTHORITY OF SAID PUBLIC FACILITIES AUTHORITY AS FOLLOWS:

The members of the City of Sandy Springs Public Facilities Authority hereby approve and adopt the Amended Bylaws of the Authority in substantially the form attached hereto as Exhibit A.

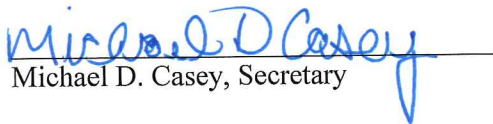
RESOLVED this the 20th day of September, 2016.

Approved:



Russell K. Paul, Chairperson

Attest:



Michael D. Casey, Secretary

(Seal)

ARTICLE XIV
AMENDMENTS TO BYLAWS

After initial adoption of these Bylaws, the Bylaws may be amended by an affirmative vote of a majority of the full membership of the Authority. Any proposed change to these Bylaws may be presented to the Authority for consideration at any regular or special meeting of the Authority. However, no vote shall be taken on the proposed change until the regular meeting next following the meeting at which the Bylaw change is initially presented.

CERTIFICATION


These Amended Bylaws of the City of Sandy Springs Public Facilities Authority were adopted by a requisite majority of a quorum of said Authority at the Authority's regular meeting held on the 20th day of September, 2016.

So certified, this 20th day of September, 2016.



Russell K. Paul, Chairperson

Attest:



Michael Casey, Secretary

AMENDED BYLAWS OF THE CITY OF SANDY SPRINGS PUBLIC FACILITIES AUTHORITY

ARTICLE I NAME

The name of this organization shall be the City of Sandy Springs Public Facilities Authority (hereinafter sometimes referred to as the "Authority"). The Authority is in accordance with Act 659 (H.B. 1192) of the 2006 Session of the Georgia General Assembly.

ARTICLE II CREATION; GOVERNING LAW

The Authority was created by the City of Sandy Springs Public Facilities Authority Act, Act 659 (H.B. 1192) of the 2006 Session of the Georgia General Assembly (hereinafter sometimes referred to as the "Act"). The operations and activities of the Authority shall be governed by the Act. In the event of conflict between these Bylaws and the Act, the Act shall control.

ARTICLE III PURPOSES

Without limiting the generality of any provision of the Act, the general purpose of the Authority is declared to be that of providing buildings, facilities, equipment, and services for the citizens in the City of Sandy Springs, Georgia.

ARTICLE IV POWERS, AUTHORITY AND RESPONSIBILITIES

The Authority shall promote its purpose of providing buildings, facilities, equipment, and services for the citizens in the City of Sandy Springs, Georgia through the exercise of the following powers, authority and responsibilities and such others as may be provided for or authorized by the Act:

- (a) To have a seal and alter the same at its pleasure;
- (b) To acquire by purchase, lease, gift, condemnation, or otherwise, and to hold, operate, maintain, lease, and dispose of real and personal property of every kind and character for its corporate purposes;
- (c) To acquire in its own name by purchase, on such terms and conditions and in such manner as it may deem proper, or by condemnation in accordance with the provisions of any and all existing laws applicable to the condemnation of property for public use, real property or rights or easements therein, or franchises necessary or convenient for its corporate purposes, and to use the same so long as its corporate existence shall continue, and to lease or make contracts with respect to the use of or dispose of the same in any manner it deems to the best advantage of the Authority, the Authority being under no obligation to accept and pay for any property condemned under the Act, except from the funds provided under the authority of the Act, and in any proceedings to condemn, such orders may be made by the court having jurisdiction of the suit,

action, or proceedings as may be just to the Authority and to the owners of the property to be condemned, and no property shall be acquired under the provisions of the Act upon which any lien or encumbrance exists, unless at the time such property is so acquired a sufficient sum of money is to be deposited in trust to pay and redeem the fair value of such lien or encumbrance;

(d) To appoint, select, and employ officers, agents, and employees, including engineering, architectural, and construction experts, fiscal agents, and attorneys, and fix their respective compensations;

(e) To execute contracts, leases, installment sale agreements, and other agreements and instruments necessary or convenient in connection with the acquisition, construction, addition, extension, improvement, equipping, operation, or maintenance of a project; and any and all persons, firms and corporations, and the City of Sandy Springs, Georgia, are hereby authorized to enter into contracts, leases, installment sale agreements, and other agreements or instruments with the Authority upon such terms and for such purposes as they deem advisable and as they are authorized by law;

(f) To acquire, construct, add to, extend, improve, equip, hold, operate, maintain, lease, and dispose of projects;

(g) To pay the costs of the project with the proceeds of revenue bonds or other obligations issued by the Authority or from any grant or contribution from the United States of America or any agency or instrumentality thereof or from the state or any agency or instrumentality or other political subdivision thereof or from any other source whatsoever;

(h) To accept loans or grants of money or materials or property of any kind from the United States of America or any agency or instrumentality thereof, upon such terms and conditions as the United States of America or such agency or instrumentality may require;

(i) To accept loans or grants of money or materials or property of any kind from the state or any agency or instrumentality or political subdivision thereof, upon such terms and conditions as the state or such agency or instrumentality or political subdivision may require;

(j) To borrow money for any of its corporate purposes and to issue revenue bonds, and to provide for the payment of the same and for the rights of the holders thereof;

(k) To exercise any power usually possessed by private corporations performing similar functions, including the power to incur short-term debt and to approve, execute, and deliver appropriate evidence of any such indebtedness; and

(l) To do all things necessary or convenient to carry out the powers expressly given in the Act.

ARTICLE V RULES AND REGULATIONS

The Authority shall promulgate such rules and regulations as the Authority may deem necessary or expedient for the government of the Authority and the operation, management and maintenance of such projects as the Authority may determine appropriate from time to time.

ARTICLE VI

OFFICES

The Authority's principal office shall be the City of Sandy Springs City Hall, currently located at 7840 Roswell Road, Building 500, Sandy Springs, Georgia 30350. The Authority may establish such other offices as its members may from time to time authorize and direct.

ARTICLE VII THE AUTHORITY

Section 1. Members

- (a) The size and composition of the Authority and the appointment and terms of members of the Authority shall be as provided in the Act.
- (b) The business and affairs of the Authority shall be governed by rules and policy established by the members of the Authority to the full extent of the powers and authority conferred upon the Authority by law.
- (c) Authority members may receive compensation for their services in amounts provided for by resolution of the Mayor and Council of the City of Sandy Springs. An Authority member may be reimbursed for actual expenses necessarily incurred in the performance of their duties, provided that such expenses, or any portion thereof, are not reimbursed by any other organization or entity, public or private.
- (d) Notwithstanding the provisions of subsection (2) of this Section, the Authority members may by rule, bylaw or other action delegate to one (1) or more of its committees, officers, agents, employees or other individuals or entities such powers and duties as it may deem proper; provided, however, that any such delegation shall not be deemed to be in derogation of any of the Authority's powers.
- (e) No vacancy in the Authority membership shall impair the right of a quorum to exercise all the rights and perform all the duties of the Authority.

Section 2. General Manager

The Authority may appoint a General Manager who need not be a member or an officer of the Authority. If appointed, the General Manager shall have the powers and authority conferred herein and by resolution of the Authority. The General Manager shall serve at the pleasure of the Authority.

Section 3. Legal Counsel

The legal counsel for the Authority shall be an attorney in good standing with the State Bar of Georgia, nominated by the Chairperson of the Authority and approved by a majority of the members of the Authority.

Section 4. Bonds and Indemnities

All officers, agents and employees of the Authority shall, at the expense of the Authority, furnish such bonds and indemnities as may from time to time be required by the Authority.

Section 5. Addresses

All notices and written material required by these Bylaws to be given to any Authority member shall be sent to such address as such member shall have on file with the office of the Authority.

Section 6. Seal

The seal of the Authority shall have inscribed thereon the words "City of Sandy Springs Public Facilities Authority" between two (2) concentric circles and the words "Georgia" and "Seal" in the center thereof, or such other configuration as the Authority shall deem appropriate.

Section 7. Fiscal Year

The fiscal year of the Authority shall begin on the first (1st) day of July in each year and end on the thirtieth (30th) day of June of the next consecutive year.

ARTICLE VIII
OFFICERS

Section 1. Named Officers

The officers of the Authority shall consist of a Chairperson of the Authority, a Vice Chairperson of the Authority, a Secretary of the Authority, and a Treasurer of the Authority, each of whom shall be selected and hold office in accordance with Act, and such other officers as may be deemed necessary or desirable by the Authority for the efficient conduct of its business and affairs.

Section 2. Qualifications for Office

Qualifications for office shall be as provided in the Act. The Chairperson and the Vice Chairperson must be members of the Authority. The Secretary and Treasurer need not be members of the Authority.

Section 3. Election of Officers

The Chairperson, Vice Chairperson, Secretary and Treasurer of the Authority, and any other elected officers of the Authority as deemed necessary by the Authority, shall be elected by the Authority at its annual meeting and shall serve for a term of one (1) year and until their successors are elected and qualified.

Section 4. Resignation or Discharge from Office

Any officer elected, appointed or employed by the Authority may resign or may be removed from office by the Authority, or as otherwise provided by law or these Bylaws.

Section 5. Abolition of Offices

The Authority may abolish any office not provided by statute.

Section 6. Vacancies

A vacancy in any Authority member office, whether by reason of death, resignation, removal, or otherwise, shall be filled by the Authority for the unexpired term thereof as provided by law. A vacancy in any Authority non-member office, whether by reason of death, resignation, removal, or otherwise, may be filled by the Authority unless otherwise provided in these Bylaws.

ARTICLE IX POWERS AND DUTIES OF OFFICERS

Section 1. Duties of the Chairperson

The Chairperson shall have such general powers and responsibilities as may be delegated by the Authority and shall perform or cause to be performed the duties incident to such general powers and responsibilities. The Chairperson is authorized to execute (sign, seal and deliver), in the name of the Authority, written instruments of every kind and character which the Authority or the law has authorized the Chairperson to execute. The Chairperson shall receive reimbursement of all necessary and lawful expenses incurred in the exercise of his/her duties. If not an employee or official of a local government, the Chairperson may receive such compensation as the Authority shall determine from time to time. Without limiting the foregoing, the powers and duties of the Chairperson shall include, but not be limited to, the following:

- (a) Serve as Chief Executive Officer of the Authority.
- (b) Preside at all meetings of the Authority at which the Chairperson is present.
- (c) Serve *ex officio* on all Authority committees.
- (d) Represent the Authority at hearings, conferences and other events as the Chairperson may deem necessary for the conduct of Authority business.
- (e) Make such recommendations to the Authority as the Chairperson deems appropriate.
- (f) Execute all contracts necessary or required for the efficient operation of the Authority, provided that any contract over \$250,000.00 shall first be approved by the Authority.
- (g) Unless a General Manager is appointed, select and retain the necessary direct employees of the Authority within the fiscal limitations imposed by the Annual Budget.

Section 2. Duties of the Vice Chairperson

The Vice Chairperson, in the absence or disability of the Chairperson, shall exercise the powers and perform the duties of the Chairperson. The Vice Chairperson shall in addition exercise such other powers and perform such other duties as from time to time may be assigned to the Vice Chairperson by the Authority. The Vice Chairperson shall serve *ex officio* on all Authority committees.

Section 3. Duties of the Treasurer

The Treasurer shall be the Chief Financial Officer of the Authority. Without limiting the foregoing, the Treasurer shall have the following powers and duties:

- (a) Advise the Authority on a regular basis as to the financial condition of the Authority.
- (b) Perform such duties incident to the office of Treasurer as the Authority may direct.

Section 4. Duties of the Secretary

The Secretary shall be the custodian of the books and records of the Authority and the Authority. Without limiting the foregoing, the Secretary shall have the following powers and duties:

- (a) Keep written minutes of all Authority meetings.
- (b) Have custody of the book of minutes and the seal of the Authority and shall attest, and affix the Authority seal to, such documents, including all contracts of the Authority, as the Authority or the Chairperson may direct or as the law may require.
- (c) Give, or cause to be given, notice of all meetings of the Authority and Authority committees as provided for by these Bylaws and shall cause the minutes to reflect proof of the giving of all required notices. Should the Secretary fail or refuse to give notice of any meeting called in accordance with the provisions of these Bylaws, the Chairperson, the Vice Chairperson when acting in the place of the Chairperson, or the Authority members calling such meeting shall then give the notice required.
- (d) Keep a full set of all resolutions of the Authority, separately indexed by date and subject matter.
- (e) Perform such duties incident to the office of Secretary as the Authority may direct.

ARTICLE X GENERAL MANAGER

Section 1. Duties of the General Manager.

If appointed, the General Manager shall have such general powers and responsibilities as may be delegated by the Authority and shall perform or cause to be performed the duties incident to such general powers and responsibilities. The General Manager shall have general charge of the business operations of the Authority and all of its dealings, but at all times is subject to the control of the Authority. The General Manager is authorized to execute (sign, seal and deliver), in the name of the Authority, written instruments of every kind and character which the Authority has authorized the General Manager to execute. The General Manager shall receive reimbursement of all necessary and lawful expenses incurred in the exercise of his/her duties. If not an employee or official of a local government, the General Manager may receive such compensation as the Authority shall determine from time to time. Without limiting the foregoing, the powers and duties of the General Manager shall include, but not be limited to, the following:

- (a) Serve as Chief Operating Officer ("COO") of the Authority.

- (b) Attend called meetings of the Authority.
- (c) Represent the Authority at hearings, conferences and other events as the General Manager may deem necessary for the conduct of Authority business.
- (d) Make such recommendations to the Authority as the General Manager deems appropriate.
- (e) Make reports to the Authority as required or directed by the Authority to do so, setting forth the results of the operations under his or her charge.
- (f) Execute all contracts necessary or required for the efficient operation of the Authority, provided that any contract over \$250,000.00 shall first be approved by the Authority.
- (g) Select and retain the necessary direct employees of the Authority within the fiscal limitations imposed by the Annual Budget.
- (h) Perform such other duties as the Authority shall require or direct.

ARTICLE XI MEETINGS OF THE AUTHORITY

Section 1. Required Meetings

The Authority shall hold an annual meeting in January of each year, and may hold other regular or special meetings as often as it deems appropriate and necessary.

Section 2. Regularly Scheduled Meetings

At its annual meeting, the Authority shall by resolution set the day and time for the next annual meeting and the date and time for at least one (1) regular meeting to be held during each quarter of the Authority's fiscal year. The Authority may modify the schedule of meetings by action taken in any meeting. Unless otherwise specified by the Authority, all regularly scheduled meetings of the Authority shall be at the Authority's principal office.

Section 3. Special Meetings

The Authority may hold special meetings when set by resolution adopted in a meeting, or when such special meeting is called by the Chairperson, or by the Vice-Chairperson when acting in the place of the Chairperson, or by three (3) members of the Authority. Any call for a special meeting shall be signed by the individual or individuals calling the meeting and shall be delivered to the Secretary for inclusion in the notice of the meeting. Such special meetings may be held as often as deemed appropriate and necessary, and the date and times of such meetings shall be set by the resolution requiring the meeting or by the persons calling the meeting. All such meetings shall be held at the Authority's principal office, unless otherwise designated in the Authority's action setting the scheduled meeting or in the case of a called meeting, in the notice of the called meeting.

Section 4. Meeting Agendas

The Chairperson shall prepare the agenda for regularly scheduled meetings of the Authority, for special meetings set by Authority resolution, and special meetings called by the Chairperson. The members of the Authority calling a special meeting shall prepare the agenda. A copy of the agenda shall be included in the notice of the call for meeting delivered to the Secretary for inclusion in the notice of the meeting.

Section 5. Authority Not Limited By Agenda

At any regularly scheduled meeting or special meeting of the Authority, the Authority may consider and act upon any matter and transact any business which comes before the Authority, whether or not such matter or business was included within the notice or agenda given, posted, or distributed with respect to the meeting.

Section 6. Notice

(a) Regularly Scheduled Meetings.

At least five (5) days prior to a regularly scheduled meeting set by resolution in a scheduled meeting, the Secretary shall cause notice of such meeting, including the agenda for the meeting, to be given to all members of the Authority and to legal counsel but only a member of the Authority may object to deficiencies in notice of the meeting.

(b) Special Meetings

The Secretary shall give notice of a special meeting, including the agenda for the meeting, as soon as practical but at least twenty-four (24) hours prior to the meeting, to all members of the Authority and to legal counsel. When special circumstances occur which do not permit twenty-four (24) hours prior notice of a special meeting, the notice shall be given sufficiently in advance of the meeting as is practical. Before official action is taken at such meeting for which at least twenty-four (24) hours prior notice has not been given, the special circumstances which prevented earlier notice shall be entered in the minutes by the Chairperson or other person calling the meeting and the nature of the notice given to the members, to legal counsel, and to the public shall be announced for entry in the minutes of the meeting.

(c) Content of Notice

The notice shall set forth the date and time and place of the meeting. The notice shall include the agenda for the meeting, describing the business to be transacted at or the purpose of the meeting. The notice to the members may contain such additional matter as the Chairpersons or person or persons calling a special meeting may direct.

(d) Delivery of Notice, etc.

Notice of a regularly scheduled or special meeting to be given to members and to legal counsel may be delivered in person or through courier, by facsimile transmission to the number provided by the intended recipient, by telegram, by any form of first class mail to the address provided by the intended recipient, by e-mail to an e-mail address provided by the intended recipient, or by statutory overnight delivery to the address provided by the intended recipient. In the latter cases, notice shall be deemed given when the notice is delivered to a telegraph company for transmission, or when the notice is deposited in the mail properly addressed with first class

postage prepaid, or when the communication is sent, or when the delivery of the notice is made to the delivery service.

Section 7. Public Notice

- (a) All regularly scheduled meetings and special meetings of the Authority shall be conducted in accordance with the Georgia Open Meetings Act (O.C.G.A. Title 50, Chapter 14). A gathering of a quorum of the Authority at which any public matter, official business or policy of the Authority is discussed or presented or at which official action is to be taken is considered a meeting. A gathering is not a meeting if no official action is taken and (1) the gathering is for the purpose of inspecting facilities of the Authority or (2) meeting with other public agencies or officers outside the State. Notice of meetings of the Authority shall be given in accordance with the Open Meetings Act as summarized in these bylaws and the additional requirements set forth in these bylaws.
- (b) Promptly after the adoption by the Authority in the annual meeting of the Authority of the schedule of regular meetings of the Authority, notice of regular meetings scheduled shall be posted in a public area proximate to the office of the Authority or on public bulletin in or exterior to the City of Sandy Spring's City Hall designated by the Secretary, to which the public has convenient access during the business hours of the Authority. In addition, a copy of that schedule shall be mailed by the Secretary to the legal organ of Fulton County and to a newspaper having a general circulation in that county. In addition, if the Authority modifies the schedule of meetings, then promptly after the action of the Authority, the posted schedule of regularly scheduled meetings shall be modified to conform to the action of the Authority and, in addition, a copy of the altered schedule shall be mailed by the Secretary to the legal organ of Fulton County and to a newspaper having a general circulation in that county.
- (c) In addition to posting the schedule of regular meetings adopted by the Authority, the Secretary shall post a separate notice for each regularly scheduled and each special meeting of the Authority. The notice shall state the time and place of the meeting and include the agenda for the meeting. The notice shall be posted in a public area proximate to the office of the Authority or on public bulletin in or exterior to the City of Sandy Spring's City Hall designated by the Secretary, to which the public has convenient access during the business hours of the Authority. The notice shall be posted at least twenty-four (24) hours prior to the meeting. The posted notice, including the agenda, shall not be removed until two (2) business days following the meeting. A photocopy of the notice, including the agenda, shall be available to any person upon request within such period.
- (d) If the annual or a regularly scheduled meeting or a special meeting of the Authority is to be held is for any reason held at any place or time other than the posted time and place, the Secretary, or Assistant Secretary, shall give prompt, but in any event at least twenty-four (24) hours prior to the meeting, written or oral notice either to the legal organ of Fulton County or to a newspaper having general circulation in such county of the place of the meeting and to each broadcast or print media organization which has requested such notices be given to it. If special circumstances occur such that twenty-four (24) hour prior notice cannot practically be given, such notice shall be given orally or in writing to either to the legal organ of Fulton County or to a newspaper having general circulation in such county of the place of the meeting and, to the extent feasible, to each other broadcast or print media organization which has requested such notices be given to it. In addition, notice of the changed time and place shall be posted at the place at which the meeting was originally to occur for a period of not less than twenty-four (24) hours.

Section 8. Objections to and Waiver of Notice

A member may object to failure to meet the requirements for notice to the members and to the public with respect to any meeting by stating that objection prior to or at the beginning of the meeting. Any such objection shall be attached to or recorded in the minutes of the meeting. Any person may object to failure to meet the requirements for notice to the public by stating that objection in writing delivered to the Chairperson prior to or at the beginning of the meeting before business is transacted. The objection shall be attached to the minutes of the meeting. Any member may waive notice to the member of any meeting. The attendance of a member at any meeting shall constitute a waiver of said notice as to the member except when a member attends a meeting for the express and sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and states that objection at the beginning of the meeting. At any duly called meeting of the Authority, the Authority may consider and act upon any matter and transact any business which comes before the Authority, whether or not such matter or business was included within the notice or agenda given, posted, or distributed with respect to the meeting.

Section 9. Conduct of Meetings

(a) Quorum. At all meetings of the Authority, four (4) of the members of the Authority then serving shall be necessary to constitute a quorum for the transaction of business. Vacancies in membership shall not be counted in determining the number necessary for a quorum. The act of a majority of the members present at a meeting at which there is a quorum shall constitute the action of the Authority, unless a greater number is required by law or by these Bylaws. In voting, each member of the Authority present at the meeting shall have one (1) vote. A member of the Authority present at a meeting of the Authority at which an action is taken shall be presumed to have voted affirmatively for such action unless the member's contrary intention shall have been affirmatively indicated by the member and entered in the minutes of the meeting.

(b) Telephone Conference. When authorized by the Chairperson with respect to a regularly scheduled meeting or special meeting, a meeting of the Authority may be conducted in a manner in which all or less than all members of the Authority participate through telephone so long as all members participating by telephone are able to hear and to communicate with each other member and, in a meeting required to be open to the public, the communications between members are made in a manner so that the public who attend the meeting may hear such communications at the place which is designated in the meeting as the place of the meeting, either by audio broadcast of those communications or otherwise providing access by the members of the public to at least audio reception of such communications.

(c) Meetings Open to Public. Unless and until a meeting is closed to the public as provided in these Bylaws, the public shall have access to all meetings of the Authority. A member of the public has the right of access in order to observe the meeting but does not have the right to participate in the meeting, including participation by asking questions or by making comment, unless the Authority affords an opportunity and then only in accordance with limitations imposed by the Authority. A member of the public may make visual, sound, and visual and sound recordings during meetings of the Authority open to the public.

(d) Closing of Meeting to Public.

(1) Regardless of whether the notice of any meeting of the Authority states that the meeting shall be closed to the public, that is, the Authority will meet in executive session, the meeting shall begin in open session accessible to the public. The meeting shall not be closed unless (i) the names of the members of the Authority present at the meeting are recorded for entry into the minutes of the meeting, (ii) a motion is made to close the meeting stating the specific reasons for the closure and the name of member making the motion and the reasons stated in the motion are recorded for entry into the minutes of the meeting, (iii) the motion is seconded and the name of the member seconding the motion is recorded for entry into the minutes of the meeting, and (iv) the motion is adopted by action of the Authority and all members voting in favor of the motion are recorded for entry into the minutes of the meeting.

(2) During that part of the meeting closed to the public, only those purposes permitted within the scope of the Georgia Open Meetings Act will be addressed.

(c) When all business within the stated purpose of the motion to close the meeting to the public has been completed, the Authority shall adopt a motion to return to open session. The Authority shall then open the meeting to the public and following the conduct of any additional business of the Authority, the Authority shall adjourn the meeting.

(d) Promptly after the conclusion of the meeting and in any event before the minutes of the meeting are distributed to the members, the Chairperson or other officer who presided at the meeting shall file with the Secretary an affidavit that the subject matter of the meeting which was closed to the public was devoted to matters within the exceptions provided by law to the requirement that all meetings be open to the public and stating the specific relevant exception.

(e) Summary of Actions and Minutes.

(1) Prior to the next meeting of the Authority, the Secretary shall prepare a written summary of the subjects acted on and the members present during the parts of the meeting open to the public, but not the subjects acted on during the parts of the meeting which were closed to the public in accordance with the procedures for closing a meeting to the public set forth above. The summary shall be available to the public upon request.

(2) Adequate written minutes shall be kept recording the acts and proceedings at meetings of the Authority, except that minutes of that part of the meeting which is closed to the public are not required and unless the Chairperson or the Authority otherwise directs shall not be recorded. Such minutes shall be prepared by the Secretary designated under these Bylaws.

(3) Where any portion of a meeting is closed to the public, the minutes of that part of the meeting which open to the public shall include as an attachment the affidavit of the Chairperson or other officer who presided that the subject matter of the meeting which was closed to the public was devoted to matters within the exceptions provided by law to the requirement that all meetings be open to the public and stating the specific relevant exception.

(4) The minutes shall be approved by the Chairperson or other officer presiding at the meeting. A copy of the minutes so approved shall be distributed to each member of the Authority and to legal counsel not less than five (5) days prior to the next regularly scheduled meeting of the Authority. Minutes so approved shall be presented to the Authority at its next succeeding regularly scheduled meeting for approval and, in accordance with any modifications adopted by

the Authority at such meeting, approved. The official minutes of the Authority meeting shall be those approved by the Authority.

(f) Rules of Order. Robert's Rules of Order, Newly Revised, shall be observed in the conduct of the Authority's meetings, except where expressly otherwise determined by majority vote of the Authority.

ARTICLE XII COMMITTEE STRUCTURE AND APPOINTMENT

The Chairperson of the Authority may designate any number of temporary or permanent Committees, which shall be composed of such Authority members as may be determined by the Chairperson. The Chairperson shall appoint a Committee Chairperson of each Committee. The Committee members may vote to fill the offices of Committee Vice Chairperson and Committee Secretary. In the absence of a Committee Chairperson or Vice Chairperson, the Authority Chairperson may chair the committee meeting. Notice of meetings of each Committee shall be given in conformity with the public notice requirements. The Committees shall have such duties and responsibilities as the Chairperson of the Authority may prescribe. Unless the Authority directs otherwise by written resolution, all actions of the Committees shall be of an advisory nature and shall be reported by the Committee to the Authority at the meeting of the Authority next succeeding the meeting of the Committee. The Chairperson of each Committee shall be responsible for keeping written minutes of all meetings and for delivering a copy of the minutes to each member of the Authority. All Authority members shall be given reasonable prior notice of all committee meetings and shall be entitled to attend and participate in all committee meetings and discussions, but only members of the Committee shall be entitled to vote.

ARTICLE XIII CERTAIN FINANCIAL MATTERS

Section 1. Checks

Unless otherwise provided by law, all checks, drafts, or other orders for the payment of money authorized by the Authority shall be signed by the Chairperson, Treasurer, or General Manager, if one has been appointed by the Authority. Additional signatories may be recommended and approved by the Authority. No person may sign a check payable to themselves or to an entity in which that person has an interest.

Section 2. Deposits

All funds, securities, and moneys of the Authority shall be deposited in such banks, trust companies or other depositories as the Authority shall select in accordance with applicable law.

Section 3. Audit

The Authority shall have available all books and fiscal records of all receipts, income and expenditures of every kind, together with a proper statement of the Authority's financial position, for review by the State Auditor in his official capacity on or about the close of the Authority's fiscal year. The Authority may cause other audits to be made at such times as it may determine to be in the best interest of the Authority.